



Sonia R. Gioseffi

Partner

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OVERVIEW

Sonia Gioseffi concentrates her practice in the investment management area, and focuses on a variety of regulatory, transactional and ongoing compliance matters involving state and federal securities laws. She advises sponsors regarding the structuring, formation and ongoing regulatory requirements of venture capital funds, private equity funds, hedge funds, fund-of-funds and other types of private investment structures that engage in a wide variety of strategies. She regularly works with emerging managers in helping them set up their first fund and grow their asset management firm. Sonia enjoys counseling non-profits as to how they can create a funding mechanism for their operations through impact funds. In addition, Sonia advises managers and placement agents concerning “pay-to-play” and lobbying requirements under federal, state and local laws.

Sonia also represents institutional investors looking to deploy capital to private funds and other types of alternative investments. These clients include public pension plans, universities, fund-of-funds, family offices, endowments and foundations. She also advises these clients on structuring and negotiating alternative investments, as well advises on global regulatory issues that arise in connection with these investments.

PROFESSIONAL BACKGROUND

Prior to joining K&L Gates, Sonia practiced in the investment management area with other international law firms in San Francisco and Washington, D.C.

PROFESSIONAL / CIVIC ACTIVITIES

- Board Member, International Justice Resources Center
- Board Member, Seattle Alternative Investment Association

SPEAKING ENGAGEMENTS

- “Pay-to-Play Compliance: The 2020 Election and Beyond,” My Compliance Office (October 20, 2020)

- “Investor Landmines in a Work-Out World Part II: What Fiduciaries Need to Know,” K&L Gates Webinar (July 29, 2020)
- “Navigating the Waters of Work Out World: Preparing for Private Investments that Turn Choppy,” NCPERS Webinar (July 16, 2020)
- “Landmines in a Work-Out World Part I: Navigating the Landmines,” K&L Gates Webinar (July 1, 2020)
- “Form ADV Part 2 & 3: Identifying and Disclosing Conflicts,” Virtual: NRS West Coast Investment Adviser Core Compliance Program Symposium (June 4, 2020)
- “Legal Implications of the COVID-19 Pandemic on Business,” Harambe Entrepreneur Alliance (May 13, 2020)
- “Key Considerations for New Private Equity, Real Estate and Venture Capital Fund Managers,” K&L Gates Annual Seattle Emerging Managers Forum (November 20, 2019)
- “Socially Responsible/ESG Investing,” K&L Gates San Francisco Investment Management Conference (October 23, 2019)
- “Current Industry Terms,” K&L Gates Seattle Investment Management Conference (September 11, 2019)
- “Opportunity Zones and Measuring Social Impact,” K&L Gates Seattle Investment Management Conference (September 11, 2019)
- “Emerging Manager Event: Key Launch Considerations for New Private Equity, Real Estate and Venture Capital Managers,” K&L Gates Annual Seattle Emerging Managers Forum (November 12, 2018)
- “Key Launch Considerations for New Private Equity, Real Estate and Venture Managers,” K&L Gates Annual New York Emerging Managers Forum (May 10, 2018)
- “SEC Examinations and Enforcement,” K&L Gates San Francisco Investment Management Conference (November 14, 2017)
- Lecturer, “Introduction to U.S. Securities Laws,” Southern African Institute for Public Policy and Research (Zambia, August 2017)
- “Trends in Private Fund Terms,” K&L Gates San Francisco Investment Management Conference (December 1, 2016)
- “SEC and FINRA Social Media Compliance Guide: Using Social Media and Regulatory Concerns,” Lorman Webinar (May 25, 2016)
- “How Social Media Has Impacted Broker-Dealers and Investment Advisers,” K&L Gates Webinar (October 7, 2015)
- “Advanced Topics in Hedge Fund and Private Fund Regulation,” K&L Gates San Francisco Investment Management Conference (November 12, 2014)
- Overview of Private Funds and Investment Advisers,” California Association of Public Retirement Systems (January 24, 2014)

- Regulation D Bad Actor Rules and Compliance Challenges,” K&L Gates San Francisco Investment Management Conference (November 5, 2013)
- Social Media: Reaching the Next Generation,” K&L Gates San Francisco Investment Management Conference (November 28, 2012)

EDUCATION

- J.D., Cornell Law School, 2004 (*Cornell Journal of Law and Public Policy*, *Articles Editor*)
- LL.M., Cornell Law School, 2004
- B.A., University of California, Santa Cruz, 2000

ADMISSIONS

- Bar of California
- Bar of District of Columbia

THOUGHT LEADERSHIP POWERED BY HUB

- 15 September 2020, Compliance Reminder: Pay-to-Play and the 2020 Election Cycle (*Alerts/Updates*)
- 29 July 2020, Investor Landmines in a Work-Out World: What Fiduciaries Need to Know (*Webinar*)
- 18 March 2020, Filing Alert: Do Your Non-U.S. Operations Subject You to Quinquennial Filing Requirements With the Department of Commerce? (*Alerts/Updates*)
- 17 July 2018, Be Careful What you Post - SEC Continues To Focus on the Use of Social Media by Investment Advisers (*Alerts/Updates*)
- 19 June 2018, Congress Acts to Expand Capital Formation Rules While Rolling Back Dodd-Frank Regulation (*Alerts/Updates*)
- 1 May 2018, Transparency and Accuracy: Observations from the SEC Risk Alert on Fee and Expense Deficiencies (*Alerts/Updates*)
- 24 October 2017, FINRA Capital Acquisition Brokers Now Subject to Pay-to-Play Rules (*Alerts/Updates*)
- 1 August 2017, DAO and the Art of Securities Regulation: SEC Clarifies that Digital Tokens May Be “Securities” (*Alerts/Updates*)
- 8 February 2017, Pennsylvania Treasurer Prohibition on Third-Party Placement Agents (*Alerts/Updates*)
- 20 September 2016, New California Law Mandating Disclosure of Certain Fees and Expenses (*Alerts/Updates*)
- 18 August 2016, Impact of Pay-to-Play Rules in the 2016 Election Cycle (*Alerts/Updates*)

- 20 July 2016, Bridging the Great Divide: Collaboration Considerations for Banks and Marketplace Lenders (*Alerts/Updates*)
- 4 March 2016, FinTech in the UK: Regulating Disruption (*BlogPost*)
- 3 February 2016, Changes to the Annual Privacy Notice Delivery Requirement (*Alerts/Updates*)
- 21 January 2016, FinTech in the UK: Regulating Disruption (*Alerts/Updates*)
- 19 May 2015, The BE-10 Is Due Whether You Are “Invited” to Participate or Not (*Alerts/Updates*)

OTHER PUBLICATIONS

- “Securities Regulators Warn that Certain “ICOs” May Be Subject to Securities Laws,” *Business Law Today*, 1 November 2017
- “Legal Considerations After SEC’s Warning Shot At ICOs,” *Law360*, 21 August 2017
- “Current Regulatory and Enforcement Trends Impacting Private Equity Fund Managers,” *LexisNexis* (February 1, 2017)
- “Investment Company Act and Investment Advisers Act Considerations for Venture Capital Funds,” *Venture Capital & Public Offering Negotiation (two volume treatise)*, contributing author (2010, 2011, 2012, 2013 and 2014)
- “Social Media at the Intersection of the Personal and Professional: Challenges for Investment Advisers and Broker-Dealers, *Insights: The Corporate & Securities Law Advisor*” (September 2013)
- “Corporate Accountability: Achieving Internal Self-Governance through Sustainability Reports,” *Cornell Journal of Law and Public Policy*

NEWS & EVENTS

- 17 February 2016, K&L Gates Names 50 New Partners (*Press Release*)

AREAS OF FOCUS

- Asset Management and Investment Funds
- Fintech Lending
- Government Contracts and Procurement Policy
- Hedge Funds
- Institutional Investors
- Investment Advisers

- Investment Funds
- Private Equity Funds
- Private Equity Transactions
- Real Estate Funds

EMERGING ISSUES

- Opportunity Zones (OZs)